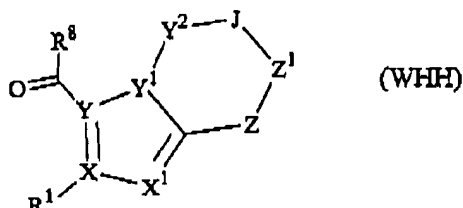


Amendments to the Claims

1. (Currently Amended) A compound of Formula (WHH)

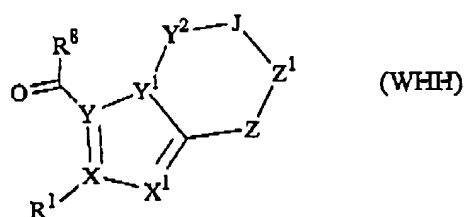


wherein

- $R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;
- $R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$  or other suitable leaving group;
- X is C;
- Y is C;
- $X^1$  is N;
- $Y^1$  is N;
- $Y^2$  is  $CH_2$ ;
- J is  $CH_2$  or a bond;
- $Z^1$  is  $CH_2$  or  $C(O)$ ; and
- Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$ haloalkyl, halogen,  $N(C_1-C_4alkyl)_2$  and CN.

2. (Currently Amended) A process for preparing a compound of Formula (WHH)

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wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;

$R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$  or other suitable leaving group;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

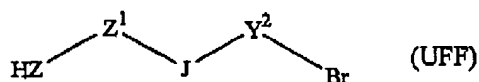
$Y^2$  is  $CH_2$ ;

J is  $CH_2$  or a bond;

$Z^1$  is  $CH_2$  or  $C(O)$ ; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$ haloalkyl, halogen,  $N(C_1-C_4alkyl)_2$  and CN;

comprising reacting a compound of Formula (UFF)

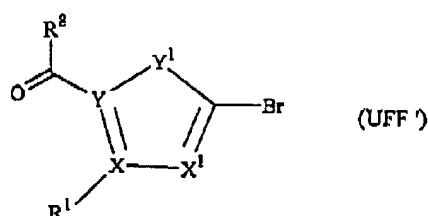


wherein

Z,  $Z^1$ , J and  $Y^2$  are defined as for Formula (WHH);

with a compound of Formula (UFF')

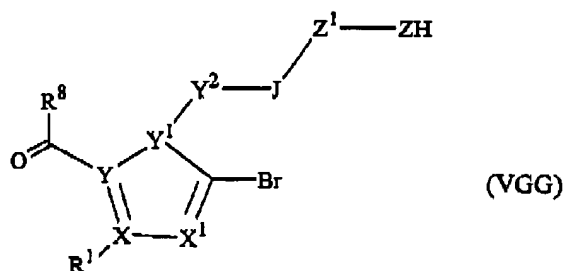
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wherein

$R^1$ ,  $R^8$ , X, Y,  $X'$  and  $Y'$  are defined as for Formula (WHH);

in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula (VGG)

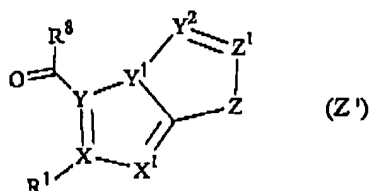


wherein

$R^1$ ,  $R^8$ , X, Y,  $X'$ ,  $Y'$ ,  $Y^2$ , J,  $Z^1$  and Z are defined as for Formula (WHH);

and reacting said compound of Formula (VGG) with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

3. (Currently Amended) A compound of Formula (Z')



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;

$R^8$  is O- $C_{1-4}$ alkyl, -N(CH<sub>3</sub>)(OCH<sub>3</sub>) or other suitable leaving group;

X is C;

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Y is C;

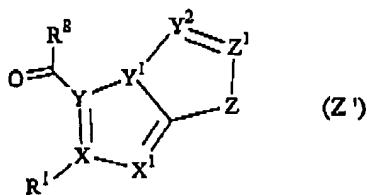
X<sup>1</sup> is N;Y<sup>1</sup> is N;Y<sup>2</sup> is CH or CR<sup>5</sup>;

R<sup>5</sup> is selected from the group consisting of -CN, -C<sub>1-4</sub>alk(en)ylene-CN, halo, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>alkynyl, C<sub>1-6</sub>haloalkyl, aryl, -C<sub>1-4</sub>alk(en)ylene-aryl, -C<sub>1-4</sub>alk(en)ylene-heterocyclo, heterocyclo, -C<sub>1-4</sub>alk(en)ylene-amino, -C<sub>1-4</sub>alkylene-amino-C<sub>1-4</sub>alkyl, aryl-amino, -amino-(C<sub>1-6</sub>alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo, C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

Z<sup>1</sup> is C(O); and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-4</sub>haloalkyl, halogen, N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN.

4. (Currently Amended) A process for preparing a compound of Formula (Z')



wherein

R<sup>1</sup> is H, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>haloalkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>thioalkyl, cyano, halo, C<sub>3-7</sub>cycloalkyl, -C<sub>1-6</sub>alkylene-C<sub>3-7</sub>cycloalkyl, C<sub>2-6</sub>alkenyl or C<sub>3-6</sub>alkynyl;

R<sup>8</sup> is O-C<sub>1-4</sub>alkyl, -N(CH<sub>3</sub>)(OCH<sub>3</sub>) or other suitable leaving group;

X is C;

Y is C;

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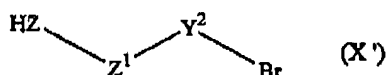
 $X^1$  is N; $Y^1$  is N; $Y^2$  is CH or  $CR^5$ ;

$R^5$  is selected from the group consisting of -CN, - $C_{1-4}$ alk(en)ylene-CN, halo,  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{3-6}$ alkynyl,  $C_{1-6}$ haloalkyl, aryl, - $C_{1-4}$ alk(en)ylene-aryl, - $C_{1-4}$ alk(en)ylene-heterocyclo, heterocyclo, - $C_{1-4}$ alk(en)ylene-amino, - $C_{1-4}$ alkylene-amino- $C_{1-4}$ alkyl, aryl-amino, -amino-( $C_{1-6}$ alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo,  $C_{1-6}$ alkoxy, -O-aryl and -O-heterocyclo;

 $Z^1$  is C(O); and

$Z$  is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different ~~substituents~~ substituents selected from the group consisting of  $C_{1-4}$ alkyl,  $C_{1-4}$ alkoxy,  $C_{1-6}$ thioalkyl,  $C_{1-4}$ haloalkyl, halogen,  $N(C_{1-4}alkyl)_2$  and CN;

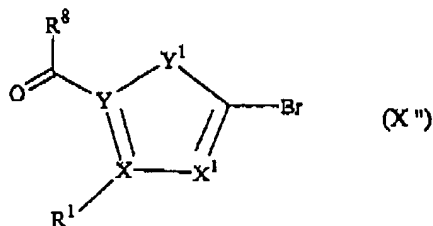
comprising reacting a compound of Formula (X')



wherein

 $Z$ ,  $Z^1$  and  $Y^2$  are defined as for Formula (Z');

with a compound of Formula (UFF')

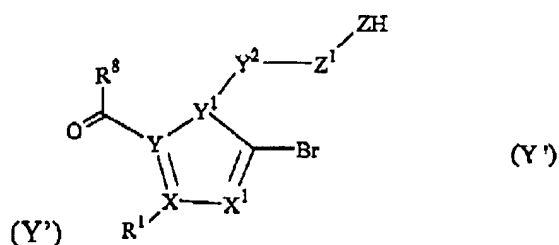


wherein

 $R^1$ ,  $R^8$ , X, Y,  $X^1$  and  $Y^1$  are defined as for Formula (Z');

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in the presence of a suitable base and polar aprotic solvent to yield a compound of Formula

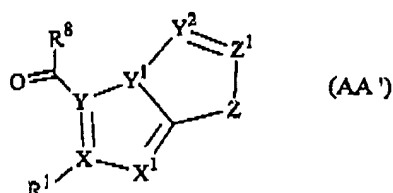


wherein

$R^1$ ,  $R^8$ , X, Y,  $X^1$ ,  $Y^1$ ,  $Y^2$ ,  $Z^1$  and Z are defined as for Formula (Z');

and reacting said compound of Formula (Y') with a high-boiling point polar aprotic solvent and a suitable silver salt under suitably high temperature.

5. (Currently Amended) A compound of Formula (AA')



wherein

$R^1$  is H,  $C_{1-6}$ alkyl,  $C_{1-6}$ haloalkyl,  $C_{1-6}$ alkoxy,  $C_{1-6}$ thioalkyl, cyano, halo,  $C_{3-7}$ cycloalkyl,  $-C_{1-6}$ alkylene- $C_{3-7}$ cycloalkyl,  $C_{2-6}$ alkenyl or  $C_{3-6}$ alkynyl;

$R^8$  is  $O-C_{1-4}$ alkyl,  $-N(CH_3)(OCH_3)$  or other suitable leaving group;

X is C;

Y is C;

$X^1$  is N;

$Y^1$  is N;

$Y^2$  is CH or  $CR^5$ ;

$R^5$  is selected from the group consisting of -CN,  $-C_{1-4}alk(en)ylene-CN$ , halo,  $C_{1-6}$ alkyl,  $C_{2-6}$ alkenyl,  $C_{3-6}$ alkynyl,  $C_{1-6}$ haloalkyl, aryl,  $-C_{1-4}$ .

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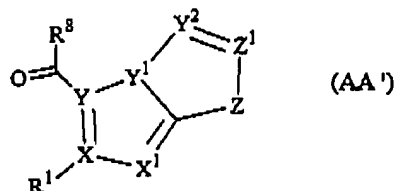
alk(en)ylene-aryl, -C<sub>1-4</sub>alk(en)ylene-heterocyclo, heterocyclo,  
 -C<sub>1-4</sub>alk(en)ylene- amino, -C<sub>1-4</sub>alkylene-amino-C<sub>1-4</sub>alkyl, aryl-  
 amino, -amino-(C<sub>1-6</sub>alk(en)yl)<sub>1-2</sub>, -amino-aryl, -amino-heterocyclo,  
 C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

Z<sup>1</sup> is CR<sup>7</sup>;

wherein R<sup>7</sup> is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three of the same or different substituents selected from the group consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-4</sub>haloalkyl, halogen, N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN.

6. (Currently Amended) A process for preparing a compound of Formula (AA')



wherein

R<sup>1</sup> is H, C<sub>1-6</sub>alkyl, C<sub>1-6</sub>haloalkyl, C<sub>1-6</sub>alkoxy, C<sub>1-6</sub>thioalkyl, cyano, halo, C<sub>3-7</sub>cycloalkyl, -C<sub>1-6</sub>alkylene-C<sub>3-7</sub>cycloalkyl, C<sub>2-6</sub>alkenyl or C<sub>3-6</sub>alkynyl;

R<sup>8</sup> is O-C<sub>1-4</sub>alkyl, -N(CH<sub>3</sub>)(OCH<sub>3</sub>) or other suitable leaving group;

X is C;

Y is C;

X<sup>1</sup> is N;

Y<sup>1</sup> is N;

Y<sup>2</sup> is CH or CR<sup>5</sup>;

R<sup>5</sup> is selected from the group consisting of -CN, -C<sub>1-4</sub>alk(en)ylene-CN, halo, C<sub>1-6</sub>alkyl, C<sub>2-6</sub>alkenyl, C<sub>3-6</sub>alkynyl, C<sub>1-6</sub>haloalkyl, aryl, -C<sub>1-4</sub>alk(en)ylene-aryl, -C<sub>1-4</sub>alk(en)ylene-heterocyclo, heterocyclo,

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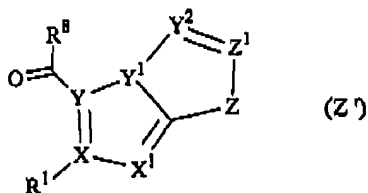
-C<sub>1-4</sub>alk(en)ylene- amino, -C<sub>1-4</sub>alkylene-amino-C<sub>1-4</sub>alkyl, aryl-  
amino, -amino-(C<sub>1-6</sub>alk(en)yl)<sub>1,2</sub>, -amino-aryl, -amino-heterocyclo,  
C<sub>1-6</sub>alkoxy, -O-aryl and -O-heterocyclo;

Z<sup>1</sup> is CR<sup>7</sup>;

wherein R<sup>7</sup> is chloro or bromo; and

Z is N-V, wherein V is phenyl, 2-pyridyl or 3-pyridyl substituted with two to three  
of the same or different ~~substitutents~~ substituents selected from the group  
consisting of C<sub>1-4</sub>alkyl, C<sub>1-4</sub>alkoxy, C<sub>1-6</sub>thioalkyl, C<sub>1-4</sub>haloalkyl, halogen,  
N(C<sub>1-4</sub>alkyl)<sub>2</sub> and CN;

comprising reacting a compound of Formula (Z')



wherein

R<sup>1</sup>, R<sup>8</sup>, X, Y, X<sup>1</sup>, Y<sup>1</sup>, Y<sup>2</sup>, and Z are defined as for Formula (AA'); and

Z<sup>1</sup> is C(O);

with phosphoryl trichloride or phosphoryl tribromide, neat or with a suitable solvent and without  
a base or with a suitable base.